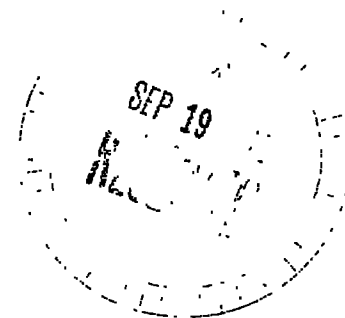


RECORDATION NO. 27067-B FILED

SEP 19 '12 -2 4 1 PM

SURFACE TRANSPORTATION BOARD



# FIRST UNION RAIL

One O'hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Tel 847.318.7575  
Fax 847.318 7588  
www.firstunionrail.com

VIA UPS 2nd DAY AIR

September 17, 2012

Chief Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Partial Lease Termination**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Partial Lease Termination dated September 13, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease evidencing such lease Equipment which was duly filed at the Surface Transportation Board on December 15, 2010 at 4 18 p.m. under recordation number 27067-B.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: ConocoPhillips Company  
1257-02 Adams Building  
411 South Keeler Avenue  
Bartlesville, OK 74004

The enclosed document is for seventy-eight (78) tank cars having PPRX marks, (see Exhibit A for car numbers) which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows.

Memorandum of Partial Lease Termination

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(PHIL020)

SEP 19 '12 -2 4 1 PM

**NOTICE OF MEMORANDUM OF PARTIAL LEASE TERMINATION****SURFACE TRANSPORTATION BOARD**

**THIS NOTICE OF MEMORANDUM OF PARTIAL LEASE TERMINATION** (the "Memorandum") dated as of September 13, 2012 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of June 25, 2007. (collectively, the "Lease"), between Lessor and ConocoPhillips Company (the "Lessee").

**WITNESSETH:**

**WHEREAS**, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described in on Exhibit A attached hereto; and,

**WHEREAS**, Lessor and Lessee entered into certain Memorandum of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on December 15, 2010 at 4:18 p.m. with recordation number 27067-B.

**WHEREAS**, certain Equipment has been released and is no longer covered under the Lease; and,

**NOW, THEREFORE**, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Equipment listed on the attached Exhibit A as evidenced by the Memorandum of Lease filed with the Surface Transportation Board have been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the Equipment listed on Exhibit A arising pursuant to the Lease has been terminated.
3. Lessor wishes to record this Notice of Partial Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

**IN WITNESS WHEREOF**, the party hereto has caused this Memorandum to be duly executed by their respective officer duly authorized as of the date and year first above written (and the undersigned declares under penalty of perjury that he holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

**LESSOR:****FIRST UNION RAIL CORPORATION**

Name: Richard F. Seymour

Title: Vice President Sales &amp; Marketing

Signature: 

**EXHIBIT A**  
**to**  
**MEMORANDUM OF PARTIAL LEASE TERMINATION**

NUMBER OF CARS:           Seventy-eight (78)

DESCRIPTION OF CARS:    32,000-34,000 gallon capacity pressure tank cars

CAR NUMBERS:

PPRX	033809	PPRX	033841	PPRX	033876
PPRX	033810	PPRX	033842	PPRX	033877
PPRX	033811	PPRX	033843	PPRX	033878
PPRX	033812	PPRX	033846	PPRX	033879
PPRX	033813	PPRX	033847	PPRX	033880
PPRX	033815	PPRX	033848	PPRX	033881
PPRX	033816	PPRX	033849	PPRX	033883
PPRX	033817	PPRX	033850	PPRX	033886
PPRX	033819	PPRX	033851	PPRX	033887
PPRX	033820	PPRX	033852	PPRX	033888
PPRX	033821	PPRX	033853	PPRX	033889
PPRX	033822	PPRX	033854	PPRX	033890
PPRX	033823	PPRX	033855	PPRX	033891
PPRX	033824	PPRX	033856	PPRX	033892
PPRX	033825	PPRX	033857	PPRX	033893
PPRX	033826	PPRX	033858	PPRX	033894
PPRX	033827	PPRX	033860	PPRX	033897
PPRX	033828	PPRX	033862	PPRX	033898
PPRX	033830	PPRX	033864	PPRX	033899
PPRX	033831	PPRX	033865	PPRX	033901
PPRX	033832	PPRX	033867	PPRX	033902
PPRX	033833	PPRX	033868	PPRX	033903
PPRX	033835	PPRX	033869	PPRX	033905
PPRX	033836	PPRX	033872	PPRX	033906
PPRX	033838	PPRX	033873	Count:	78
PPRX	033839	PPRX	033874		
PPRX	033840	PPRX	033875		